

DECLARATION AND POWER OF ATTORNEY - USA PATENT APPLICATION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **Compounds, Compositions and Methods For The Endocytic Presentation of Immunosuppressive Factors**; the specification of which is attached.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

I hereby claim foreign priority benefits under Title 35, United States Code, § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

PRIOR FOREIGN APPLICATION(S)**Priority
Claimed****No.: PCT/US98/00520 Country: PCT Date Filed: January 7, 1998****Yes**

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below, and insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56, which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Prior U.S.A. Application(s)**Priority
Claimed****Serial No.: 08/779,767****Filing Date: January 7, 1997****Yes****Status: Pending**

POWER OF ATTORNEY: I hereby appoint the following attorneys and/or agents to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith (if

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this application is assigned, I acknowledge that the appointed individuals do not represent me, and that instead they represent the assignee): Louis J. Knobbe, Registration No. 18,780; Don W. Martens, Registration No. 21,107; Gordon H. Olson, Registration No. 20,319; James B. Bear, Registration No. 25,221; Darrell L. Olson, Registration No. 28,247; William B. Bunker, Registration No. 29,365; William H. Nieman, Registration No. 30,201; Lowell Anderson, Registration No. 30,990; Arthur S. Rose, Registration No. 28,038; James F. Lesniak, Registration No. 25,240; Ned A. Israelsen, Registration No. 29,655; Drew S. Hamilton, Registration No. 29,801; Jerry T. Sewell, Registration No. 31,567; John B. Sganga, Jr., Registration No. 31,302; Edward A. Schlatter, Registration No. 32,297; Gerard von Hoffmann, Registration No. 33,043; Joseph R. Re, Registration No. 31,291; John M. Carson, Registration No. 34,303; Andrew H. Simpson, Registration No. 31,469; Daniel E. Altman, Registration No. 34,115; Ernest A. Beutler, Registration No. 19,901; Vito A. Canuso, Registration No. 35,471; William H. Shreve, Registration No. 35,678; Stephen C. Jensen, Registration No. 35,556; Steven J. Nataupsky, Registration No. 37,688; Michael H. Trenholm, Registration No. 37,743; AnneMarie Kaiser, Registration No. 37,649; Edward J. Treska, Registration No. 37,744; Nancy Ways Vensko, Registration No. 36,298; Glenn R. Smith, Registration No. 38,308; Jonathan A. Barney, Registration No. 34,292; Michael G. Del Monte, Registration No. 38,757; Ronald J. Schoenbaum, Registration No. 38,297; Richard C. Gilmore, Registration No. 37,335; John R. King, Registration No. 34,362; William S. Reimus, Registration No. 38,279; Frederick S. Berretta, Registration No. 38,004; Yasuo Muramatsu, Registration No. 38,684; Raimond J. Salenieks, Registration No. 37,924; Renée E. Canuso, Registration No. 36,657; Guy L. Cumberbatch, Registration No. 36,114; Michael L. Fuller, Registration No. 36,516 of Knobbe, Martens, Olson & Bear, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, CA 92660; and Christopher A. Dayton Registration No. 35,114 of Alliance Pharmaceutical Corp., 3040 Science Park Road, San Diego, CA 92121.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **Habib Zaghouani**

Inventor's signature Unsigned

Date 16 July 98

Residence: **Knoxville, TN**

Citizenship: **Tunsia**

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COPY

Application No.: 09/111,123
Filing Date: July 06, 1998

PATENT
Client Code: ALLIA.143CP2
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ASSIGNMENT

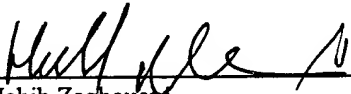
WHEREAS, I, Habib Zaghouani, a United States citizen, residing at 1408 Knightsbridge Drive, Knoxville, Tennessee 37922, have invented certain new and useful improvements in a COMPOUNDS, COMPOSITIONS AND METHODS FOR THE ENDOCYTIC PRESENTATION OF IMMUNOSUPPRESSIVE FACTORS for which I have filed an application for Letters Patent in the United States, Application No.:09/111,123, Filed on July 06, 1998;

AND WHEREAS, The University of Tennessee Research Corporation (UTRC), (hereinafter "ASSIGNEE"), a Tennessee Corporation, with its principal place of business at 1534 White Avenue, Suite 403, Knoxville, Tennessee 37996-1527, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said inventor, do hereby acknowledge that I have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and I hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND I HEREBY covenant and agree that I will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to me respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 10 day of April 192000


Habib Zaghouani

STATE OF Tennessee

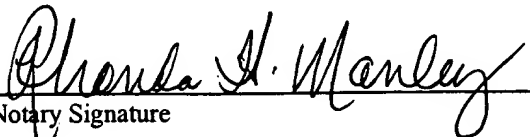
COUNTY OF Knox

]] ss.

On April 10, 2000 before me, Habib Zaghouani, personally appeared Habib Zaghouani personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]


Notary Signature